

HEARING DATE AND TIME: September 24, 2010 at 9:45 a.m. (Eastern Time)

OBJECTION DEADLINE: September 17, 2010 at 4:00 p.m. (Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.

09-50026 (REG)

(Jointly Administered)

**ORDER GRANTING
MOTION OF DEBTORS FOR ENTRY OF
ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b)
AUTHORIZING EXERCISE OF STOCK POWERS TO APPROVE AMENDMENT
TO CERTIFICATE OF INCORPORATION OF GENERAL MOTORS COMPANY**

Upon the motion, dated August 27, 2010 (the “**Motion**”),¹ of Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), pursuant to sections 105(a) and 363(b) of title 11, United States Code (the “**Bankruptcy Code**”), for an order authorizing MLC to exercise its stock powers to approve that certain Certificate of Amendment (the “**Amendment Certificate**”) of Amended and Restated Certificate of Incorporation (the “**Charter**”) of General Motors Company (“**New GM**”), and take such actions as are necessary in furtherance thereof (the “**Charter Amendment**”); and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just

¹ Capitalized terms used herein but not defined herein shall have the meaning ascribed to such terms in the Motion.

cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the Debtors are authorized and empowered, but not directed, pursuant to section 363(b) of the Bankruptcy Code, to use their stock powers to cause the Charter Amendment substantially in the form annexed to the Motion as Exhibit "A"; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
September 24, 2010

s/ Robert E. Gerber
United States Bankruptcy Judge